



CAPITO LIMITED

(Registered number SC127071)

(the "Company")

WRITTEN RESOLUTIONS PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985

We, the undersigned, being the only Members of the Company hereby agree that the following Resolutions shall have effect as Written Resolutions of the Company in accordance with S381A and 381B of the Companies Act 1985 and shall thereby be as valid and effective as if passed as special resolutions at a General Meeting of the Company duly convened and held

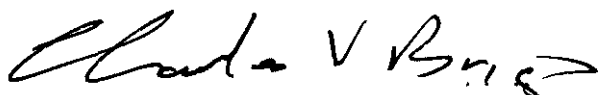
"THAT

- 1 Subject to compliance with sections 155 to 158 inclusive of the Companies Act 1985 (the "Act") the execution of
- 1 1 a guarantee by the Company and Capito Holdings Limited, Company Number SC304913, (the "Purchaser") in favour of Clydesdale Bank PLC (the 'Bank') in respect of all sums due and to become due by the Company and the Purchaser to the Bank under the Finance Documents (as defined therein),
- 1 2 a floating charge over the whole of the assets and undertaking of the Company in security for all sums due and to become due by the Company to the Bank under the Finance Documents (as defined therein),
- 1 3 a guarantee by the Company in respect of all sums due and to become due by the Purchaser to Charlotte Capital Partners LLP, Registered Number SO300977 (in its capacity as security trustee for itself and for the Noteholders under the terms of the loan note instrument dated on or around the date hereof constituting £1,755,000 8 5% fixed rate secured loan notes 2012 (the "Loan Note Instrument") (the "Security Trustee") under the Finance Documents (as defined therein),
- 1 4 a floating charge over the whole of the assets and undertaking of the Company in security for all sums due and to become due by the Company to the Security Trustee and Noteholders under the Finance Documents (as defined therein),
- 1 5 an intra group loan agreement between the Purchaser and the Company, and
- 1 6 an inter creditor agreement among the Company, the Purchaser, the Security Trustee as subordinated creditor and the Bank,

(each as more particularly described in the attached statutory declaration on Form 155(6)a and being hereinafter referred to as the "**Financial Assistance Documents**") is approved

- 2 The execution by the Company of the Financial Assistance Documents to which it is a party is in the best interests of the Company and the approval of the Company entering into the Financial Assistance Documents to which it is a party is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of section 151 and 152 of the Act
- 3 In accordance with section 155(4) of the Act, the giving of such financial assistance by the execution by the Company of the Financial Assistance Documents to which it is a party is hereby approved
- 4 It is approved that in accordance with section 158 of the Act, the directors of the Company provide for the execution on behalf of the Company of the Financial Assistance Documents to which it is a party in the form of the drafts produced to the meeting of the directors with such amendments as persons authorised to execute the same may approve

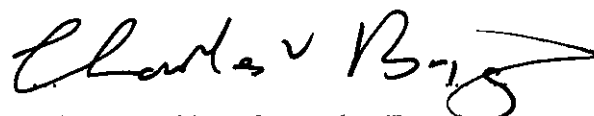
Effective 14 November 2006

 As Attorney

Janice Dalglish

 As Attorney

Peter Quinn

 As Attorney

By Capito Holdings Limited as Trustee
for and on behalf of Jennifer Douglas

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CAPITO LIMITED

(Registered number SC127071)

(the “Company”)

By written resolution dated ~~14 November~~ 2006, the following special resolutions were duly passed

“THAT

- 1 Subject to compliance with sections 155 to 158 inclusive of the Companies Act 1985 (the “**Act**”) the execution of
- 1 1 a guarantee by the Company and Capito Holdings Limited, Company Number SC304913, (the “**Purchaser**”) in favour of Clydesdale Bank PLC (the “**Bank**”) in respect of all sums due and to become due by the Company and the Purchaser to the Bank under the Finance Documents (as defined therein),
- 1 2 a floating charge over the whole of the assets and undertaking of the Company in security for all sums due and to become due by the Company to the Bank under the Finance Documents (as defined therein),
- 1 3 a guarantee by the Company in respect of all sums due and to become due by the Purchaser to Charlotte Capital Partners LLP, Registered Number SO300977 (in its capacity as security trustee for itself and for the Noteholders under the terms of the loan note instrument dated on or around the date hereof constituting £1,755,000 8 5% fixed rate secured loan notes 2012 (the “**Loan Note Instrument**”) (the “**Security Trustee**”) under the Finance Documents (as defined therein),
- 1 4 a floating charge over the whole of the assets and undertaking of the Company in security for all sums due and to become due by the Company to the Security Trustee and Noteholders under the Finance Documents (as defined therein),
- 1 5 an intra group loan agreement between the Purchaser and the Company, and

1 6 an inter creditor agreement among the Company, the Purchaser, the Security Trustee as subordinated creditor and the Bank,

(each as more particularly described in the attached statutory declaration on Form 155(6)a and being hereinafter referred to as the “**Financial Assistance Documents**”) is approved

2 The execution by the Company of the Financial Assistance Documents to which it is a party is in the best interests of the Company and the approval of the Company entering into the Financial Assistance Documents to which it is a party is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of section 151 and 152 of the Act

3 In accordance with section 155(4) of the Act, the giving of such financial assistance by the execution by the Company of the Financial Assistance Documents to which it is a party is hereby approved

4 It be approved that in accordance with section 158 of the Act, the directors of the Company provide for the execution on behalf of the Company of the Financial Assistance Documents to which it is a party in the form of the drafts produced to the meeting with such amendments as persons authorised to execute the same may approve


Secretary